



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel (312) 372-9500, Fax (312) 845-5305

May 3, 1996

RECORDATION NO. 16594-54K
FILED 1425
MAY 10 1996 10 15 AM
FEDERAL COMMERCE COMMISSION

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAY 10 10 09 AM '96

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 21)
Recordation No. 16594

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Fourth Supplemental Equipment Trust Agreement dated as of February 14, 1996, between Union Tank Car Company and Citibank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

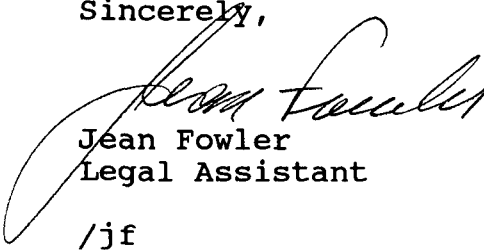
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jff

encls

UTC4066

BILL OF SALE

CITIBANK, N.A.

as Trustee under Equipment Trust Agreement

Dated as of October 13, 1989

(Series 21)

to

UNION TANK CAR COMPANY

REGISTRATION NO. 16594-K
MAY 10 1996 10 15 AM
FILED 1-26

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A., as Trustee under that certain Equipment Trust Agreement dated as of October 13, 1989 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of February 14, 1996.

CITIBANK, N.A.

BY:

P. DeFELICE
VICE PRESIDENT

(CORPORATE SEAL)

Attest:

Its SENIOR TRUST OFFICER

UTC2044

2/14/96

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
WRECKED/RETIRED CARS – SCHEDULE B
SERIES 21 (R021)

<u>QUANTITY</u>	<u>A A R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT</u>	<u>ROAD NUMBERS</u>
2	C214	5,800	UTCX 47863, 47941
1	T054	14,000	UTLX 125118
2	T105	20,000	UTLX 640931, 640933
9	T106	23,500	UTLX 640652, 640820, 640973, 641012, 641119, 641273, 641305, 641353, 641502
1	T107	26,000	UTLX 201062
2	T907	25,000	UTLX 900519, 900524,
1	T907	25,800	UTLX 900564
18	TOTAL		

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS

On this 18th day of APRIL, 1996, before me, a Notary Public in and for said State and County, personally appeared P. DEFELICE and FLORENCE MILLS, to me personally known, who being by me duly sworn did say that they are, respectively, SENIOR TRUST OFFICER of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Jeffrey Berger
Notary Public

(SEAL)

JEFFRY BERGER
Notary Public, State of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 26, 1997

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